

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

VASEK POSPISIL, *et al.*,

Plaintiffs,

v.

ATP TOUR, INC., *et al.*,

Defendants.

Case No. 25-cv-2207 (MMG)

**DECLARATION OF MARK V. YOUNG**

I, Mark V. Young, declare under penalty of perjury that the following is true and correct:

- 1) I am the Chief Legal and Administrative Officer at ATP Tour, Inc. (“ATP”). I have been employed at ATP since March 1990. I am admitted to practice law in Florida.
- 2) I submit this declaration in accordance with the Court’s Order made at the April 11, 2025 hearing permitting ATP to submit a declaration describing the process by which ATP’s Player Advisory Council nominates and elects Player Board Representatives.
- 3) ATP is a membership corporation with two classes of membership: a class comprised of professional tennis players, and a class comprised of operators of tennis tournaments. Within the player class are “Group 1” members, which is open to any player who (among other criteria) is ranked among the first 250 players in ATP’s singles ranking system or among the first 50 players in ATP’s doubles ranking system.
- 4) Of ATP’s nine directors, the Group 1 members have the right to elect four directors, known as Player Board Representatives.<sup>1</sup> The Group 1 members delegate their right to elect the four Player Board Representatives to the Player Advisory Council, a body of ten

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<sup>1</sup> The tournament class also has the right to elect four directors, who, together with the Player Board Representatives, elect the ninth director, the chairman.

voting player members whom the Group 1 members elect from their own ranks. For each Player Board Representative whose term will expire, the Player Advisory Council elects a Player Board Representative Elect, who, at the expiration of such term, automatically becomes a Player Board Representative.

5) In short, the top 250+ players elect from their own ranks the voting members of the Player Advisory Council who, in turn, elect Player Board Representatives Elect, who then serve as ATP directors.

6) The Player Advisory Council is in charge of the process of nominating Player Board Representatives. As the Sixth Amended and Restated Bylaws of ATP (“Bylaws”) state: “The process for nominating candidates for Player Tour Board Representatives Elect shall be determined by the Player Advisory Council.” Consistent with this provision, the Player Advisory Council can nominate and vote on any candidate, so long as the candidate meets the eligibility criteria set forth in Eighth Amended and Restated Certificate of Incorporation of ATP and the Bylaws. There are no restrictions on how the Player Advisory Council can and does go about the process of identifying potential candidates.

7) In 2021, the Player Advisory Council expressed that it wanted to identify stronger candidates with greater business experience. Accordingly, the Player Advisory Council decided to professionalize the search process and directed ATP to retain an outside firm to assist in identifying potential nominees. In compliance with that directive, ATP engaged the PSD Group for the 2021 Player Board Representative election. Thereafter, ATP engaged the globally preeminent executive search firm Korn Ferry. Since 2022, Korn Ferry has identified and presented candidates to the Player Advisory Council for all Player Board Representative elections.

8) To guide Korn Ferry's identification of potential nominees, ATP, with the input of the Player Advisory Council, crafted a list of job specifications; an example of such a specification document is attached as Exhibit A. ATP does not and has never directed Korn Ferry to withhold the nomination of a potential candidate on the basis that he or she would serve as a director to the detriment of the tournament members or would overzealously represent the player members. To the contrary, consistent with the directives of the Player Advisory Council and ATP's Bylaws, Korn Ferry has been directed (as reflected in Exhibit A) to recruit candidates who will serve the interests of ATP as a whole, will communicate regularly with and be responsive to their player constituency and the Player Advisory Council, and will "[t]hink independently and act with integrity in representing [their] constituent group while acting in the best interests of ATP." (Exhibit A, p.3.)

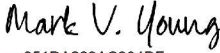
9) Korn Ferry has built strong slates of candidates with diverse backgrounds and skill sets. In each of the last two elections, Korn Ferry presented to the Player Advisory Council slates of eleven candidates who are leaders in a wide range of fields, including media, law, technology, finance, hospitality, and consumer goods—the overwhelming majority of whom also had careers in professional tennis. From the eleven candidates, the Player Advisory Council then narrowed the slate to four candidates, each of whom then personally presented his or her candidacy to the Player Advisory Council.

10) As part of the Korn Ferry process, ATP also uses its customary player communication channels (e.g., email) to directly solicit nominations from player members, by sending communications to players in advance of an election that invite them to nominate candidates, either directly to Korn Ferry or to ATP. The goal is to deliver to the Player

Advisory Council a strong and diverse selection of candidates, including any potential candidates who are nominated by the player members themselves.

11) As a membership corporation, ATP exists to serve its members. A critical element of that service is to follow the directives of the Player Advisory Council. For that reason, ATP has expended significant monies on the engagement of Korn Ferry to assist the Player Advisory Council's recruitment of candidates and has supported the Player Advisory Council in soliciting nominations from the greater player body. The result has been an exceptionally talented pool of candidates from whom the Player Advisory Council has elected directors.

Dated: Jacksonville, Florida  
April 16, 2025

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